

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

Chapter 11 Cases

Twin Cities Stores, Inc.,  
Twin Cities Avanti Stores, LLC,

Case No. BKY 09-34468  
Case No. BKY 09-34469

Debtors.

Jointly Administered

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**NOTICE OF HEARING AND JOINT MOTION FOR ORDER EXTENDING TIME TO  
ASSUME OR REJECT CERTAIN NON-RESIDENTIAL REAL PROPERTY LEASES**

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TO: The entities specified in Local Rule 9013-3(a)(2).

1. The above-referenced Debtors move the Court for the relief requested below and give notice of a hearing.

2. The Court will hold the hearing on this Motion at 11:00 a.m. on January 25, 2010 in Courtroom No. 2B, United States Courthouse, 316 North Robert Street, St. Paul, Minnesota.

3. Any response to this Motion must be filed and delivered not later than January 20, 2010, which is five days before the time set for the hearing. **UNLESS A RESPONSE OPPOSING THE MOTION IS TIMELY FILED, THE COURT MAY GRANT THE MOTION WITHOUT A HEARING.**

4. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334, Fed. R. Bankr. P. 5005, and Local Rule 1070-1. This is a core proceeding. The petitions commencing these Chapter 11 cases were filed on June 30, 2009 (the "Filing Date"). The cases are now pending before this Court.

5. This Motion arises under 11 U.S.C. § 365(d)(4). This Motion is filed under Fed. R. Bankr. P. 9014 and Local Rules 9013-1 through 9013-3. Debtors seek entry of an order extending the time to assume or reject unexpired non-residential real property leases with written consent of the lessors through March 1, 2010.

## **BACKGROUND**

6. On the Filing Date, each of the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

7. The Debtors have continued in possession of their respective assets and the management of their business as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

8. Twin Cities Stores, Inc., a Delaware corporation (“TCS”), was founded in July 1994. TCS’s sole shareholder is RM Group, Inc., also a Delaware corporation (“RM Group”), which entity is owned primarily by Bruce L. Nelson (“Nelson”). Since 1994, TCS has been in the gas station and convenience store business. TCS’s offices are located in Burnsville, Minnesota.

9. In May 2001, the founders of TCS formed a new entity, Twin Cities Avanti Stores, LLC, a Delaware limited liability company (“TCAS,” and together with TCS, “Debtors”). RM Group and TCS are TCAS’s sole members. TCAS shares offices with TCS in Burnsville, Minnesota. TCAS was formed to complete the acquisition of approximately 120 additional gas stations and convenience stores in Minnesota, Wisconsin, and South Dakota from Avanti Petroleum, Inc. (“Avanti Petroleum”). Following the completion of this acquisition, the Debtors operated approximately 180 gas stations and convenience stores in the aforementioned markets.

10. The strategy underlying the Debtors’ acquisition of the additional facilities from Avanti Petroleum was to leverage TCS’s successful management team and to obtain economies of scale in overhead expenses and fuel supply costs. However, because the Avanti Petroleum sites were heavily leveraged and because many of the acquired sites were located in “out-state” markets that proved difficult to service and operate using TCS’s existing

infrastructure, the Debtors struggled to realize the financial benefits that they expected to achieve from the acquisition. Ultimately, less than two years after the completion of the Avanti Petroleum acquisition, TCAS was forced to file for Chapter 11 bankruptcy protection in the United States Bankruptcy Court Central District of California, Northern Division in March 2003. TCAS was ultimately successful in obtaining approval of a plan of reorganization in its bankruptcy, and emerged in September 2004.

11. Although TCS operated profitably prior to the acquisition from TCAS, and, in fact, experienced record profits in 1999 and 2000, since the time of TCAS's restructuring, the Debtors have struggled to regain solid financial footing. The Debtors have divested a number of assets over the last several years to create liquidity for the Debtors' operations. The Debtors have also reduced their work-force significantly and have closed a large number of their under-performing facilities to reduce overhead and improve cash flows. Included within these closed sites were several leased sites that were returned to landlords. These efforts have provided some measurable benefits to the Debtors, but unfortunately did not return the companies to profitability.

12. Confronted with the ongoing struggle to operate their businesses profitably, the Debtors took dramatic steps prior to the petition date to fundamentally alter their business model. Specifically, to eliminate the problems the Debtors have encountered in operating a number of their locations, while still allowing the Debtors to capitalize on and generate cash flows from their significant real estate holdings, the Debtors began converting many of their company operated facilities into dealer operated stores. Under their agreements with these dealers, the Debtors retain control of the underlying real estate at these facilities and receive several cents per gallon for the gasoline that the Debtors provide to such facilities. The dealers, in turn, pay rent to the Debtors, are responsible for purchasing all of the inventory and

gasoline sold at these locations, and are responsible for the day-to-day operation, management, and maintenance of these locations.

13. While the Debtors had made progress with their conversion to the new business model discussed above in the first quarter of 2009, the Debtors' efforts were significantly derailed in April 2009, when the Debtors' gasoline supplier, Marathon Petroleum Company, LLC ("Marathon"), ceased shipments of gasoline to the Debtors due to their inability to satisfy Marathon's demand for immediate repayment of arrearages the Debtors' owed for past gasoline purchases. In addition to eliminating the Debtors' source of gasoline supply for its company-operated facilities, Marathon's decision also prevented the Debtors' from supplying gasoline to its dealers. This supply interruption was hugely disruptive to the Debtors' cash flows and forced them to close a large number of their locations where they did not have any products to sell to their customers.

14. Debtors commenced these cases on June 30, 2009, in order to preserve Debtors' going concern value. Debtors are in the process of reorganizing their operations under the provisions of the Bankruptcy Code.

#### **BACKGROUND RELEVANT TO RELIEF REQUESTED**

15. Prior to the commencement of this case, Debtors entered into numerous non-residential real property leases.

16. On October 14, 2009, the Debtors filed a joint motion seeking court approval for the rejection of 15 unexpired leases designated therein as the "June Rejected Leases," the "July Rejected Leases," and the "August Rejected Lease."

17. The Court entered an order approving the rejection of the June Rejected Leases, the July Rejected Leases and the August Rejected Lease on December 11, 2009.

18. Also on October 14, 2009, the Debtors filed a second joint motion seeking to extend the time to assume or reject 13 additional unexpired leases of non-residential real property until January 26, 2010.

19. On November 20, 2009, the Court entered an order extending the time to assume or reject the unexpired lease for store #5226 located at 2233 Energy Park Drive, St. Paul, MN until December 12, 2009. The time to assume or reject the remaining 12 leases was extended until January 26, 2010.

20. On December 14, 2009, the court entered an order extending the time to assume or reject the lease for store #5226 until January 26, 2010.

21. On November 16, 2009, the Debtors filed their joint plan and disclosure statement. A hearing on the adequacy of the disclosure statement was commenced on January 7, 2010 and continued until January 20, 2010.

22. By this Motion, the Debtors seek to extend time to assume or reject the 13 unexpired leases listed on Exhibit A ("Leases") until March 1, 2010 with consent of the lessors so that the Debtors may designate which of these remaining leases will be assumed or rejected in the course of confirmation of their plan of reorganization, where issues of feasibility and adequate assurance of future performance under the leases to be assumed may be most efficiently determined.

23. The Debtors are working on obtaining written consents from the lessors and anticipate that the written consents obtained will be provided in a supplement to this motion. In the event that written consents are not obtained from all lessors, the Debtors intend to seek authority to assume or reject the lease of the non-consenting lessor at the hearing and hereby give notice of such intent. Additional information will be filed with the Court as necessary in support of the Debtors' request for authority to assume or reject any such assets.

24. The Leases are unexpired leases for non-residential real property within the meaning of 11 U.S.C. § 365(d)(4). Under 11 U.S.C. § 365(d)(4), unless otherwise assumed or rejected, unexpired leases for non-residential real property are deemed rejected the earlier of 120 days after the commencement of the case or the date of the entry of an order confirming a plan, absent an order of the Court extending the time for assumption or rejection. The Court may and in this case did extend the time to assume or reject for an additional 90 days. Additional extensions may be granted only with written consent of the lessors.

25. Accordingly, Debtors respectfully request that the Court extend the time to assume or reject the Leases by written consent of the lessors until March 1, 2010.

26. Pursuant to Local Rule 9013-2(a), this Motion is accompanied by a memorandum of law, proposed order, and proof of service.

27. Pursuant to Local Rule 9013-2(c), the Debtors give notice that they may, if necessary, call: Bruce L. Nelson, Chairman of Twin Cities Stores, Inc. and Chairman of RM Group, Inc., which along with Twin Cities Stores, Inc. are the sole members of Twin Cities Avanti Stores, LLC; and/or Scott L. Stevens, President of the Debtors, to testify at the hearing on the motion regarding the facts set out herein. The witnesses' business address is 1800 East Cliff Road, Suite 2, Burnsville, Minnesota 55337-1375.

WHEREFORE, Debtors move the Court for an order (I) extending the time to assume or reject the Leases by written consent of the lessors until March 1, 2010 and (II) granting such other and further relief as the Court deems just and equitable.

Dated: January 12, 2010

FREDRIKSON & BYRON, P.A.

/e/ Brian S. McCool

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John M. Koneck (#57472)  
Brian S. McCool (#322143)  
Matthew B. Millis (#386904)  
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ATTORNEYS FOR DEBTOR  
TWIN CITIES STORES, INC.

and

LAPP, LIBRA, THOMSON, STOEBNER  
& PUSCH, CHARTERED

/e/ Ralph V. Mitchell

Ralph V. Mitchell (#184639)  
120 South Sixth Street, Suite 2500  
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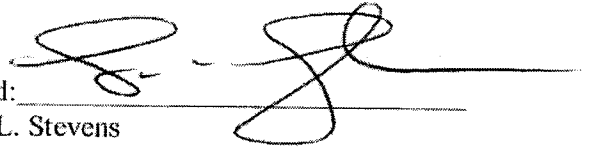
ATTORNEYS FOR DEBTOR  
TWIN CITIES AVANTI STORES, LLC

**VERIFICATION**

I, Scott L. Stevens, am the President of Twin Cities Stores, Inc., and Twin Cities Avanti Stores, LLC. Based upon my personal information and belief, I declare under penalty of perjury that the facts set forth in the preceding Motion are true and correct, according to the best of my knowledge, information and belief.

Dated: 1-12-2010  
~~October 13, 2009~~

Signed: \_\_\_\_\_  
Scott L. Stevens

A handwritten signature in black ink, appearing to be 'S. Stevens', written over a horizontal line.



# EXHIBIT A

## EXHIBIT A

DEBTOR	LOCATION	LANDLORD
TCS	1800 East Cliff Road, Burnsville, MN	Industrial Equities Group LLC 321 First Avenue North Minneapolis, MN 55401
TCS	13660 Crosstown Blvd NW, Andover, MN	Klus-Wagner Andover Pnshp 5100 Eden Avenue Suite 112 Minneapolis, MN 55436
TCS	103 Main Street N, Stillwater, MN	Ogren Properties Group PO Box 15 Stillwater, MN 55082
TCS	3390 Coachman Road #202, Eagan, MN	Foxridge Shoppes LLC 16225 Baseline Avenue Shakopee, MN 55379
TCS	13991 Anderson Lakes Pky., Eden Prairie, MN	LM Hoglund & Company LLC c/o Aurora Management 1021 Wall Street Big Lake, MN 55309
TCS	11660 Winnetka Avenue, Champlin, MN	S & Z, LLC 10700 Old County Road 15 Suite 285 Minneapolis, MN 55441
TCS	12095 Hanson Boulevard, Coon Rapids, MN	Peggy Ann Hauser Irr Trust c/o Reliance Real Estate Services 527 Marquette Avenue Suite 400 Minneapolis, MN 55402
TCS	14050 Pilot Knob # 172, Apple Valley, MN	Clear Choice Properties LLC 715 Florida Avenue South Suite 303 Minneapolis, MN 55426
TCS	1421 Main Street, Houlton, WI	Nordic East Enterprises PO Box 818 Stillwater, MN 55082
TCAS	304 East Larpenteur Ave., St. Paul, MN	Midstates Equities LLC 100 Second St. SE Suite 1001 Minneapolis, MN 55414

TCAS	2057 Marshall Ave., St. Paul, MN	Alice Drake Zucco Trust Mary Ann Grams – Trustee 9202 SW 41 <sup>st</sup> Lane Gainesville, FL 32608
TCAS	433 E Mendota Road, W. St. Paul, MN	Lafayette Square LP CG Rein Company 949 Sibley Memorial Highway St. Paul, MN 55118
TCAS	2233 Energy Park Drive, St. Paul, MN	Wellington Management Inc. 1625 Energy Park Drive Suite 100 St. Paul, MN 55108

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Twin Cities Stores, Inc.,  
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Case No. BKY 09-34468  
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Debtors.

Jointly Administered

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**MEMORANDUM OF LAW IN SUPPORT OF DEBTORS' JOINT MOTION FOR ORDER  
EXTENDING TIME TO ASSUME OR REJECT CERTAIN NON-RESIDENTIAL  
REAL PROPERTY LEASES**

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Debtors submit this Memorandum of Law in support of their Motion Extending Time to Assume or Reject Certain Non-Residential Real Property Leases (the "Motion"). Because cause exists for such an extension, and because the lessors have consented or will have consented by the time of the hearing, the Court should grant the Motion.

**BACKGROUND**

The facts set forth in this Memorandum are drawn from the Debtors' Verified Motion. All capitalized terms have the meaning ascribed to them in the Motion.

**ARGUMENT**

**CAUSE EXISTS TO EXTEND THE TIME TO ASSUME OR REJECT THE LEASE.**

The Bankruptcy Code provides that a debtor-in-possession may assume or reject executory contracts and unexpired leases, subject only to court approval. 11 U.S.C. § 365(a).

However, section 365(d)(4)(A) provides, in part, as follows:

[A]n unexpired lease of nonresidential real property under which debtor is the lessee shall be deemed rejected, and the trustee shall immediately surrender that nonresidential real property to the lessor, if the trustee does not assume or reject the unexpired lease by . . . the date that is 120 days after the date of the order for relief.

11 U.S.C. § 365(d)(4)(A). Section 365(a)(4)(B)(i) further provides, in part, as follows:

The court may extend the period determined under subparagraph (A), prior to the expiration of the 120-day period, for 90 days on the motion of the trustee or lessor for cause.

11 U.S.C. § 365(d)(4)(B)(i).

The Court has already found cause existing and has granted an extension for the additional 90 days until January 26, 2010.

11 U.S.C. § 365(d)(4)(B)(ii) provides:

(ii) If the court grants an extension under clause (i), the court may grant a subsequent extension only upon prior written consent of the lessor in each instance.

The Debtors are working on obtaining written consents from the lessors and anticipate that the written consents obtained will be provided in a supplement to this motion. In the event that written consents are not obtained from all lessors, the Debtors intend to seek authority to assume or reject the lease of the non-consenting lessor at the hearing and hereby give notice of such intent. Additional information will be filed with the Court as necessary in support of the Debtors' request for authority to assume or reject any such assets.

### **CONCLUSION**

For the foregoing reasons, Debtors respectfully request that the Court grant the relief sought in the Motion.

Dated: January 12, 2010

FREDRIKSON & BYRON, P.A.

/e/ Brian S. McCool

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John M. Koneck (#57472)  
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ATTORNEYS FOR DEBTOR  
TWIN CITIES STORES, INC.

and

LAPP, LIBRA, THOMSON, STOEBNER  
& PUSCH, CHARTERED

/e/ Ralph V. Mitchell

Ralph V. Mitchell (#184639)  
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ATTORNEYS FOR DEBTOR  
TWIN CITIES AVANTI STORES, LLC

UNITED STATES BANKRUPTCY COURT  
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In re:

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Twin Cities Stores, Inc.,  
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Case No. BKY 09-34468  
Case No. BKY 09-34469

Debtors.

Jointly Administered

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**UNSWORN CERTIFICATE OF SERVICE**

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I, Janet L. Pipp, declare under penalty of perjury that on January 12, 2010, I served copies of the following documents:

(1) NOTICE OF HEARING AND JOINT MOTION FOR ORDER  
EXTENDING TIME TO ASSUME OR REJECT CERTAIN NON  
RESIDENTIAL REAL PROPERTY LEASES

(2) MEMORANDUM OF LAW IN SUPPORT OF DEBTORS' JOINT  
MOTION FOR ORDER EXTENDING TIME TO ASSUME OR REJECT  
CERTAIN NON RESIDENTIAL  
REAL PROPERTY LEASES

(3) ORDER EXTENDING TIME TO ASSUME OR REJECT  
CERTAIN NON RESIDENTIAL REAL PROPERTY LEASES

a. by e-notice of the electronic filing to each party named below:

- Kendall L. Bader kbader@fredlaw.com, klbader@yahoo.com
- Daniel C. Beck dbeck@winthrop.com, tcooke@winthrop.com
- Matthew R. Burton mburton@losgs.com
- Daniel Carrigan dcarrigan@mckennalong.com, sparson@mckennalong.com
- Beverly M Conerton beverly.conerton@state.mn.us
- Michael F. Doty mdoty@faegre.com
- Theresa H. Dykoschak tdykoschak@faegre.com, bwalz@faegre.com
- Jeremy D. Eiden jeremy.eiden@state.mn.us, jeremy.eiden@gmail.com
- Larry D. Espel lespel@greeneespel.com,  
lbulson@greeneespel.com;sholenko@greeneespel.com
- William Fisher william.fisher@gpmlaw.com
- Joseph Frank jfrank@fgllp.com, ccarpenter@fgllp.com;rheiligman@fgllp.com
- Thomas Haines Thaines@co.carver.mn.us, pmay@co.carver.mn.us
- Linda J. Jungers LJJ@szjlaw.com
- Douglas W. Kassebaum dkassebaum@fredlaw.com,  
scharter@fredlaw.com;bankruptcy@fredlaw.com

- James A. Lodoen   jlodoen@lindquist.com, gluessenheide@lindquist.com
- Ronald G Marks   peplawyers@aol.com
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- Jessica A. Mitchell   jessica.mitchell@gpmlaw.com, terri.luzovich@gpmlaw.com
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- Dennis M Ryan   dryan@faegre.com
- Richard C Salmen   rsalmen@felhaber.com
- Kathleen K. Statler   kstatler@gr-espel.com, storkelson@greeneespel.com
- Bridget A Sullivan   b.sullivan@gurstel.com
- Will R. Tansey   wrtansey@ravichmeyer.com
- US Trustee   ustpregion12.mn.ecf@usdoj.gov
- Sarah J Wencil   Sarah.J.Wencil@usdoj.gov
- Samuel C Wisotzkey   swisotzkey@kmksc.com, [kmksc@kmksc.com](mailto:kmksc@kmksc.com)

b.       on 1/12/10 by ECF, Email or US Mail to each party named on the attached service list;

c.       on 1/12/10 by mail to

Medica  
401 Carlson Parkway  
Minnetonka, MN 55305.



Executed on: January 12, 2010

/e/ Janet L. Pipp  
Janet L. Pipp, Legal Secretary  
Lapp, Libra, Thomson, Stoeber &  
Pusch, Chartered  
120 South Sixth Street, Suite 2500  
Minneapolis, MN 55402  
612/338-5815

<p><b><u>SERVICE VIA ECF</u></b></p> <p>See attached Certificate of Service for complete listing.</p> <p>U.S. Trustee's Office  1015 US Courthouse  300 S Fourth St  Minneapolis MN 55415  <a href="mailto:ustpreion12.mn.ecf@usdoj.gov">ustpreion12.mn.ecf@usdoj.gov</a></p> <p>Sarah J. Wencil, U.S. Trustee  1015 U.S. Courthouse  300 South Fourth Street  Minneapolis MN 55415  <a href="mailto:sarah.j.wencil@usdoj.gov">sarah.j.wencil@usdoj.gov</a></p>	<p><b>Attorneys for Capmark Finance, Inc.</b>  John G. McJunkin, Esq.  Daniel Carrigan  McKenna Long &amp; Aldridge, LLP  1900 K Street, NW  Washington, DC 20006  <a href="mailto:jmcjunkin@mckennalong.com">jmcjunkin@mckennalong.com</a>  <a href="mailto:dcarrigan@mckennalong.com">dcarrigan@mckennalong.com</a></p>	<p><b><u>TCAS – Attorney for Debtor</u></b></p> <p>Ralph V. Mitchell Jr., Esq.  Lapp, Libra, Thomson, Stoeber &amp; Pusch  2500 One Financial Plaza  120 South Sixth Street  Minneapolis MN 55402  <a href="mailto:rmitchell@laplibra.com">rmitchell@laplibra.com</a></p>
<p><b><u>TCS &amp; TCAS – Appearances</u></b></p> <p><b>Attorney for Alasra Inc. and Red's Petroleum, Inc.</b>  Megan M. Kennedy, Esq.  Paul L. Ratelle, Esq.  Fabyanske, Westra, et al.  800 LaSalle Avenue South  Suite 1900  Minneapolis, MN 55402  <a href="mailto:pratelle@fwhtlaw.com">pratelle@fwhtlaw.com</a></p>	<p><b>Attorneys for Ford Motor Credit Company LLC</b>  Linda Jeanne Jungers  2277 Highway 36 West, Ste. 100  Roseville, MN 55113  <a href="mailto:LJJ@szjlaw.com">LJJ@szjlaw.com</a></p>	<p><b><u>TCAS – Secured Creditors</u></b></p> <p><b>Attorney for Marathon Petroleum Company</b>  Larry D. Espel, Esq.  Kathleen K. Statler, Esq.  Greene Espel PLLP  200 South Sixth St, Ste 1200  Minneapolis, MN 55402  <a href="mailto:Lespel@greeneespel.com">Lespel@greeneespel.com</a>  <a href="mailto:kstatler@greeneespel.com">kstatler@greeneespel.com</a></p>
<p><b>Attorney for Minnesota State Lottery</b>  Jeremy D. Eiden Esq.  Attorney for Lori Swanson, Attorney General  State of Minnesota  445 Minnesota Street, Suite 900  St. Paul, MN 55101  <a href="mailto:jeremy.eiden@state.mn.us">jeremy.eiden@state.mn.us</a></p>	<p><b><u>TCS – Appearances</u></b></p> <p><b>Attorneys for Estate of William McDonald</b>  Ronald G. Marks, Esq.  Peterson, Engberg &amp; Peterson  400 Second Ave. South, Suite 700  Minneapolis, MN 55401  <a href="mailto:peplawyers@aol.com">peplawyers@aol.com</a></p>	<p><b>Attorney for Southcross Shoppes LLC</b>  Matthew R. Burton, Esq.  Leonard, O'Brien, et al.  100 South Fifth Street, Suite 2500  Minneapolis, MN 55402  <a href="mailto:mburton@losgs.com">mburton@losgs.com</a></p>
<p><b>Attorney for Nu-Star, Inc.</b>  James A. Lodoen, Esq.  Lindquist &amp; Vennum, P.L.L.P.  4200 IDS Center  80 South Eighth Street  Minneapolis MN 55402-2274  <a href="mailto:jlodoen@lindquist.com">jlodoen@lindquist.com</a></p>	<p><b>Attorney for Lone Oak Plaza Limited Partnership</b>  Will R. Tansey  Ravich Meyer Kirkman McGrath  Nauman &amp; Tansey, P.A.  4545 IDS Center  80 South Eighth Street  Minneapolis MN 55402-2225  <a href="mailto:WRTansey@ravichmeyer.com">WRTansey@ravichmeyer.com</a></p>	<p><b>Attorneys for Holiday Station Stores, Inc.</b>  Dennis M. Ryan, Esq.  Theresa H. Dykoschak, Esq.  Faegre &amp; Benson LLP  2200 Wells Fargo Center  90 South Seventh Street  Minneapolis, MN 55402-3901  <a href="mailto:dryan@faegre.com">dryan@faegre.com</a>  <a href="mailto:tdykoschak@faegre.com">tdykoschak@faegre.com</a></p>
<p><b><u>TCS – Secured Creditors</u></b></p> <p><b>Attorneys for Capmark Finance, Inc.</b>  Daniel C. Beck, Esq.  Michael A. Rosow, Esq.  Winthrop &amp; Weinstine, P.A.  Suite 3500  225 South Sixth Street  Minneapolis MN 55402-4629  <a href="mailto:dbeck@winthrop.com">dbeck@winthrop.com</a>  <a href="mailto:mrosow@winthrop.com">mrosow@winthrop.com</a></p>	<p><b><u>TCAS – Appearances</u></b></p> <p><b>Attorney for Carver County</b>  Thomas Haines, Esq.  Assistant County Attorney  600 East Fourth Street  Chaska, MN 55318  <a href="mailto:Thaines@co.carver.mn.us">Thaines@co.carver.mn.us</a></p>	<p><b><u>SERVICE VIA EMAIL (or by Mail if indicated)</u></b></p> <p><b><u>Debtors</u></b></p> <p>Twin Cities Stores, Inc.  Twin Cities Avanti Stores, LLC  1800 East Cliff Rd, Ste 2  Burnsville, MN 55337  <a href="mailto:Sstevens@oasismarkets.com">Sstevens@oasismarkets.com</a>  <a href="mailto:Bnelson@roundtreecapital.com">Bnelson@roundtreecapital.com</a></p>
	<p><b>Attorney for Apple Valley Marathon, LLC</b>  William J. Fisher Esq.Gray, Plant,  Moody, Moody &amp; Bennett, P.A.  500 IDS Center  80 South Eighth Street  Minneapolis MN 55402-3796  <a href="mailto:william.fisher@gpmlaw.com">william.fisher@gpmlaw.com</a></p>	<p><b>Attorney for Canon Financial Services, Inc.</b>  Scott H. Marcus &amp; Associates  121 Johnson Road  Turnersville, NJ 08012  <a href="mailto:smarcus@marcuslaw.net">smarcus@marcuslaw.net</a></p>

Twin Cities Stores, Inc. – Twin Cities Avanti Stores, LLC  
Service List  
Bky Nos. 09-34468; 09-34469

<p><b><u>TCs – Notice of Appearance</u></b></p>	<p>Michael Odens  Odens Family Properties, LLC  730 Crestview Ln  Owatonna, MN 55060  <a href="mailto:odens5@ll.net">odens5@ll.net</a></p>	<p><b><u>TCAS – Creditors Committee</u></b></p>
<p><b>Attorney for BBD Investments, LLC</b>  Creig Andreasen  Messerli &amp; Kramer, P.A.  1400 Fifth Street Towers  100 South Fifth Street  Minneapolis, MN 55402  <a href="mailto:candreasen@MesserliKramer.com">candreasen@MesserliKramer.com</a></p>	<p>Represented By:  Steven Smith  Smith, Tollefson &amp; Rahrck  108 West Park Square, Ste A  PO Box 271  Owatonna, MN 55060  <a href="mailto:steve@owatonnaalaw.com">steve@owatonnaalaw.com</a></p>	<p>Charles Savitt  Clear Choice Properties  715 Florida Ave S  Suite 303  Golden Valley, MN 55426  <a href="mailto:charles_mn@prodigy.net">charles_mn@prodigy.net</a></p>
<p>Bob Dullinger  MPCA - Tanks Program  520 Lafayette Rd N  St. Paul, MN 55155  <a href="mailto:beverly.conerton@state.mn.us">beverly.conerton@state.mn.us</a></p>	<p>Jennifer Mercil  Sam's Club  14940 Florence Trail  Apple Valley, MN 55124  <b>BY MAIL</b></p>	<p>Arlene Pipkin  Deli Express / E.A. Sweet  16101 W 78<sup>th</sup> St  Eden Prairie, MN 55344  <a href="mailto:apipkin@easweet.com">apipkin@easweet.com</a></p>
<p>Richard Eitel  Midstates Equities, LLC  100 2nd St. S.E. #1001 Minneapolis, MN  55414-2129  <a href="mailto:Richard.Eitel@earthlink.net">Richard.Eitel@earthlink.net</a></p>	<p>J.R. Canter  BP Amoco  2700 Chadwell Circle  Wayzata, MN 55391  <a href="mailto:canterjr@bp.com">canterjr@bp.com</a></p>	<p>Gary W. Meyer  Premium Waters  2100 Summer Street, #200  Minneapolis, MN 55413  <b>BY MAIL</b></p>
<p><b><u>TCs – 10 Largest Unsecured Creditors</u></b></p>	<p><b>Attorney for BP Products North America Inc.</b>  Mike Ryan  Kelly Hadac  Murnane Brandt, P.A.  30 E Seventh St  Suite 3200  St. Paul, MN 55101  <a href="mailto:MRYAN@murnane.com">MRYAN@murnane.com</a>  <a href="mailto:khadac@murnane.com">khadac@murnane.com</a></p>	<p><b><u>SERVICE VIA US MAIL</u></b></p>
<p>Anne Portinen  State of Minnesota – Commissioner of Revenue  600 N. Robert St.  St. Paul, MN 55146  <a href="mailto:anne.portinen@state.mn.us">anne.portinen@state.mn.us</a></p>	<p>Jon Carroll  Pepsi Bottling Company  PO Box 10  Winston Salem, NC 27102  <a href="mailto:Jon.carroll@pepsi.com">Jon.carroll@pepsi.com</a></p>	<p><b><u>Mandatory Notice Parties</u></b></p>
<p>Walter Henson  Total Petrochemicals Pipeline USA, Inc.  1201 Louisiana St. Ste 1800  Houston, TX 77002  <a href="mailto:walter.henson@total.com">walter.henson@total.com</a></p> <p>Letitia White  Total Petrochemicals Pipeline USA, Inc.  1201 Louisiana St. Ste 1800  Houston, TX 77002  <a href="mailto:letitia.white@total.com">letitia.white@total.com</a></p>	<p>Steff Davis  State of Minnesota - Lottery  2645 Long Lake Rd  Roseville, MN 55113  <a href="mailto:steff_D@mnlottery.com">steff_D@mnlottery.com</a></p>	<p>IRS District Counsel  380 Jackson St, Ste 650  St Paul MN 55101-4804</p>
<p>Paul Francis  Farner-Bocken Company  PO Box 368, Hwy 30 East  Carroll, IA 51401  <a href="mailto:pfrancis@farner-bocken.com">pfrancis@farner-bocken.com</a></p>	<p>Kim Guajardo  Liquid Transport Corp  8470 Allison Pointe, Suite 400  Indianapolis, IN 46250  <b>BY MAIL</b></p>	<p>Internal Revenue Service  Wells Fargo Place  30 E 7th St, Mail Stop 5700  St Paul MN 55101</p>
<p>Represented By:  Michael F. Doty, Esq.  Faegre &amp; Benson  2200 Wells Fargo Center  90 S Seventh St  Minneapolis, MN 55402  <a href="mailto:mdoty@faegre.com">mdoty@faegre.com</a></p>	<p>Teri L. Anderson  Xcel Energy Services, Inc.  414 Nicollet Mall, 5th Floor  Minneapolis, MN 55401  <a href="mailto:Teri.L.Anderson@xcelenergy.com">Teri.L.Anderson@xcelenergy.com</a></p>	<p>MN Department of Revenue  Collection Enforcement  551 Bankruptcy Section  600 North Robert Street  PO Box 64447  St Paul MN 55101-2228</p>
		<p>US Attorney  600 US Courthouse  300 S Fourth St  Minneapolis MN 55415</p>
		<p>Minnesota Department of Economic Security  332 Minnesota Street  St. Paul MN 55101-1351</p>
		<p><b><u>Other Interested Parties</u></b>  <b><u>SERVICE VIA US MAIL</u></b></p>
		<p>Sasa, LLC  1324 Edgerton Avenue  Milwaukee, WI 53211</p>

**TCS – Notice of Appearance**  
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**LANDLORDS**  
**SERVICE VIA US MAIL**

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Minneapolis, MN 55441

Peggy Ann Hauser Irr Trust  
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Clear Choice Properties, LLC  
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Nordic East Enterprises  
PO Box 818  
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Midstates Equities LLC  
100 Second Street SE, Suite 1001  
Minneapolis, MN 55414

Alice Drake Zucco Trust  
Mary Ann Grams – Trustee  
9202 SW 41<sup>st</sup> Lane  
Gainesville, FL 32608

Lafayette Square LP  
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949 Sibley Memorial Hwy.  
St. Paul, MN 55118

Wellington Management, Inc.  
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**SERVICE VIA E MAIL**

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UNITED STATES BANKRUPTCY COURT  
DISTRICT OF MINNESOTA

In re:

Chapter 11 Cases

Twin Cities Stores, Inc.,  
Twin Cities Avanti Stores, LLC,

Case No. BKY 09-34468  
Case No. BKY 09-34469

Debtors.

Jointly Administered

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**ORDER EXTENDING TIME TO ASSUME OR REJECT CERTAIN NON-RESIDENTIAL  
REAL PROPERTY LEASES**

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Debtors' Joint Motion for Order Extending Time to Assume or Reject Certain Non-Residential Real Property Leases ("Motion") came on for hearing before the undersigned United States Bankruptcy Judge. Appearances are noted on the record.

Based upon the Motion, the arguments of counsel, all the files, records and proceedings herein, the Court being advised in the premises and the Court's findings of fact and conclusions of law, if any, have been stated orally and recorded in open court following the close of argument:

IT IS HEREBY ORDERED:

1. Cause existing under 11 U.S.C. § 365 (d)(4)(B)(i), and the lessors affected having consented in writing under 11 U.S.C. § 365 (d)(4)(B)(ii), the deadline to assume or reject the unexpired non-residential real property leases attached hereto as Exhibit A is extended to March 1, 2010.

Dated:

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Dennis D. O'Brien  
United States Bankruptcy Judge

# **EXHIBIT A**

## EXHIBIT A

DEBTOR	LOCATION	LANDLORD
TCS	1800 East Cliff Road, Burnsville, MN	Industrial Equities Group LLC 321 First Avenue North Minneapolis, MN 55401
TCS	13660 Crosstown Blvd NW, Andover, MN	Klus-Wagner Andover Pnshp 5100 Eden Avenue Suite 112 Minneapolis, MN 55436
TCS	103 Main Street N, Stillwater, MN	Ogren Properties Group PO Box 15 Stillwater, MN 55082
TCS	3390 Coachman Road #202, Eagan, MN	Foxridge Shoppes LLC 16225 Baseline Avenue Shakopee, MN 55379
TCS	13991 Anderson Lakes Pky., Eden Prairie, MN	LM Hoglund & Company LLC c/o Aurora Management 1021 Wall Street Big Lake, MN 55309
TCS	11660 Winnetka Avenue, Champlin, MN	S & Z, LLC 10700 Old County Road 15 Suite 285 Minneapolis, MN 55441
TCS	12095 Hanson Boulevard, Coon Rapids, MN	Peggy Ann Hauser Irr Trust c/o Reliance Real Estate Services 527 Marquette Avenue Suite 400 Minneapolis, MN 55402
TCS	14050 Pilot Knob # 172, Apple Valley, MN	Clear Choice Properties LLC 715 Florida Avenue South Suite 303 Minneapolis, MN 55426
TCS	1421 Main Street, Houlton, WI	Nordic East Enterprises PO Box 818 Stillwater, MN 55082
TCAS	304 East Larpenteur Ave., St. Paul, MN	Midstates Equities LLC 100 Second St. SE Suite 1001 Minneapolis, MN 55414

TCAS	2057 Marshall Ave., St. Paul, MN	Alice Drake Zucco Trust Mary Ann Grams – Trustee 9202 SW 41 <sup>st</sup> Lane Gainesville, FL 32608
TCAS	433 E Mendota Road, W. St. Paul, MN	Lafayette Square LP CG Rein Company 949 Sibley Memorial Highway St. Paul, MN 55118
TCAS	2233 Energy Park Drive, St. Paul, MN	Wellington Management Inc. 1625 Energy Park Drive Suite 100 St. Paul, MN 55108